

**BYLAWS OF THE
CENTRAL FLORIDA BUSINESS TRAVEL ASSOCIATION
CHAPTER OF THE NATIONAL BUSINESS TRAVEL ASSOCIATION**

ARTICLE I - NAME

The name of this non-profit corporation is THE CENTRAL & NORTH FLORIDA BUSINESS TRAVEL ASSOCIATION (dba Central and North Florida Business Travel Association), CHAPTER OF THE NATIONAL BUSINESS TRAVEL ASSOCIATION. It is hereinafter referred to in these Bylaws as the Chapter.

ARTICLE II - PURPOSES

The principal purpose of the Chapter shall be to promote the common business interests of individuals and businesses engaged in the business travel industry.

ARTICLE III - MEMBERS

1. Classes. There shall be four (4) classes of membership:

(a) Direct – Direct members are those that are employed by their companies with the responsibility for managing and purchasing travel, implementing travel policies, and monitoring transportation and travel services.

(b) Allied – Allied members represent companies providing travel related services such as airline, hotel, car rental, travel cards, travel technology and travel management services.

(c) Honorary – A member in good standing, upon retirement, may be appointed to honorary lifetime membership subject to the approval of a majority of the Board of Directors. The person or persons appointed to such membership shall have no right to vote or hold office. They may serve on committees, but not as committee chairperson.

(d) Student/Educator – A student or educator may purchase membership. The person or persons purchasing such membership shall not have the right to vote or hold office. The purpose of the class would be to encourage future interest and education in the business travel industry.

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2. Ownership. The corporation and not the individual own all memberships. If a member terminates their employment, or their job responsibilities within the corporation change to the degree that they no longer meet the membership qualifications, the corporation has the right to name a qualified replacement. A member's right and privileges may be extended for three (3) months, subject to the Board's approval, should the member become unemployed.

2. Voting rights. Each Direct and Allied member of the Chapter shall have one vote in all matters to be voted on by the members. Honorary and Student/Educator members shall have no voting rights.

3. Applications. Any individual or business desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by the initiation fee and dues required for the first year of membership. Applications for membership shall be approved or denied by the Board of Directors.

4. Dues.

(a) Amounts. The Board of Directors shall establish the amount of any initiation fee, dues, or other charges required to be paid by members.

(b) Delinquency. Members whose dues are more than thirty (30) days in arrears may be suspended, and may not vote, pending payment. Members whose dues are more than sixty (60) days in arrears may be terminated as members.

5. Meetings.

(a) Membership meetings. Membership meetings of the Chapter shall be held a minimum of 4 times per year.

(b) Annual meeting. There shall be an annual meeting of the membership of the Chapter, to be held at a time and place to be determined by the Board of Directors, to hear reports concerning the conduct of the Chapter's activities, to elect directors and officers, and to conduct such other business as may properly come before the meeting.

(c) Special meetings. A special meeting of the members shall be held upon the call of the Board of Directors or the written request signed (within any 60-day period) by one-third of the voting members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.

(d) Notice. The Chapter shall notify all members of each meeting via email sent to each member at the email address in the records of the Chapter not more than sixty (60) days or less than ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

(e) Quorum. The presence in person of 1/2 of the voting members of the Chapter shall constitute a quorum for the transaction of business at any meeting of the membership.

6. Termination of membership.

(a) General rule. Membership in the Chapter shall terminate upon the resignation of a member; upon termination for failure to pay dues; or upon expulsion from membership only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

(b) Expulsion. No member shall be expelled, except for failure to pay dues, without due process. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

(c) Forfeiture. Upon termination of membership in the Chapter, any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter shall be forfeited by the member.

(d) Liability for dues. Termination of any membership shall not relieve the former member from liability for any unpaid dues or other duly assessed fees. No former member having any outstanding charges for unpaid dues or fees shall be re-admitted to membership without payment of those amounts.

ARTICLE IV - BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter and to committees such powers as are provided for in these Bylaws.

2. Membership. The number of Directors shall be flexible, however there shall always be a minimum of 5, including the President, Vice President, Treasurer, Secretary, and Immediate Past President of the Chapter.

3. Terms. The President and Immediate Past President shall serve 2 year terms and all other Directors shall serve terms of one (1) year, to begin on the 1st day of January and end of December 31st of that year.

4. Election. The Directors shall be elected by electronic ballot of the membership.

5. Removal. A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of the majority of the board members.

6. Resignation. A Director may resign from the Board of Directors by written notice to the Board. Unless another time is specified in the notice or determined by the Board, a Director's resignation shall be effective upon receipt by the Board.

7. Vacancies. Any vacancy on the Board of Directors will be filled by the Board of Directors.
8. Meetings.
 - (a) The President shall set the time and place of the regular meetings of the Board.
 - (b) Special meetings of the Board of Directors may be called by either the President or upon the written request of any three (3) Directors. The President, or the Directors who call the meeting, shall fix the time and place of any special meeting.
9. Notice. Notice of the regular meetings of the Board of Directors shall be given at least thirty (30) days before the meeting. Notice of any special meeting of the Board of Directors shall be given at least three (3) calendar days before the meeting. In both cases, the notice shall be sent to each Director via email to the email address shown by the records of the Chapter. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.
10. Quorum. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by these Bylaws, or by Robert's Rules of Order Revised.
12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

ARTICLE V - OFFICERS

1. Officers. The officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President.
2. Election. Each officer of the Chapter (other than the Immediate Past President) shall be elected in person by the members. The President shall be elected by the members or a two-year term of office. All other officers shall be elected by the members for a one-year term of office, and no officer may serve more than one consecutive term in each office. The Immediate Past President shall take office for two (2) years upon the expiration of his/her term of office as President. The terms of office of each officer shall begin on January 1 and shall end at midnight on December 31.
3. Resignation. An officer may resign by written notice to the Board of Directors. Unless another time is specified in the notice or determined by the Board, an officer's resignation shall be effective upon receipt by the Board.

4. Removal. Any elected officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of majority of the board members.

5. Vacancy. A vacancy in any office (except the President), whether because of the membership's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by the Board of Directors for the unexpired portion of the term.

6. President. The President shall be the chief executive officer and shall exercise general supervision over the affairs of the Chapter consistent with policies established by the Board of Directors. The President shall preside at all meetings of the members, and at all meetings of the Board of Directors; shall be the principal spokesperson for the Chapter; shall appoint the chairpersons of, and serve ex officio on, all committees, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

7. Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

8. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Treasurer shall be legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the Chapter's possession. The Treasurer shall immediately deposit all funds of the Chapter coming into his/her hands in some reliable bank or other depository approval by the Board of Directors, and shall keep such bank account in the name of the Chapter. Upon request by the Board of Directors, he/she shall furnish a statement of the financial condition of the Chapter, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The Treasurer shall be responsible for maintaining the financial records and may be required to furnish bond in such amount as shall be determined by the Board of Directors.

9. Secretary. The Secretary shall give notice of all meetings of the Chapter; shall keep all non-financial records of the Chapter; and shall perform all other duties assigned by the President or the Board of Directors.

10. Immediate Past President. The Immediate Past President shall serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President.

ARTICLE VI - ELECTIONS

1. Nomination Procedure. Nomination of candidates for board positions shall be by a nominating committee. The nominating committee for their consent will personally contact all nominees. The Board of Directors shall review all nominations and verify that each nominee is eligible for the position that they are being nominated for, a member in good standing and has paid all dues and fees owed to the Chapter.

2. Election Procedure. The elections shall be held annually via electronic vote. The candidate for each office receiving the highest number of votes will be elected.

ARTICLE VII - COMMITTEES

1. Authority. The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Chapter.

2. Chairs. The President shall appoint all chairs of committees.

3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Board of Directors shall authorize any officer or officers, agent, or agents of the Chapter in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent, or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

3. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositories as the Treasurer may select with the approval of the Board of Directors.

4. Funds. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

ARTICLE IX - BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep highlight minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X - LIMITATION ON CHAPTER ACTIVITIES

The Chapter shall not rate, endorse, or certify any product or service of suppliers.

ARTICLE XI - INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE XII- PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XIII - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted with the affirmative vote of two-thirds of the members present at any meeting called for that purpose if at

least thirty (30) days' notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

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